

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LUCKY'S MARKET PARENT COMPANY,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-10166 (JTD)

(Jointly Administered)

Re: Docket No. 73

**NOTICE OF FILING OF AMENDED AND RESTATED EXHIBIT A TO MOTION OF
DEBTORS FOR ENTRY OF (I) AN ORDER (A) APPROVING BID PROCEDURES IN
CONNECTION WITH THE POTENTIAL SALE OF SUBSTANTIALLY ALL OF THE
DEBTORS' ASSETS, (B) SCHEDULING AN AUCTION AND SALE HEARING, (C)
APPROVING THE FORM AND MANNER OF NOTICE THEREOF, (D)
AUTHORIZING THE DEBTORS TO ENTER INTO A STALKING HORSE
AGREEMENT, (E) APPROVING PROCEDURES FOR THE ASSUMPTION AND
ASSIGNMENT OF CONTRACTS AND LEASES, AND (F) GRANTING RELATED
RELIEF; AND (II) AN ORDER (A) APPROVING THE SALE OF SUBSTANTIALLY
ALL OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS,
ENCUMBRANCES, AND INTERESTS, (B) AUTHORIZING THE ASSUMPTION AND
ASSIGNMENT OF CONTRACTS AND LEASES, AND (C) GRANTING RELATED
RELIEF (LM ACQUISITION CO. LLC)**

PLEASE TAKE NOTICE that, on January 31, 2020, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Substantially All of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into a Stalking Horse Agreement,*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Lucky's Market Parent Company, LLC (2055), Lucky's Farmers Market Holding Company, LLC (5480), Lucky's Market Operating Company, LLC (7064), LFM Stores LLC (3114), Lucky's Farmers Market, LP (0828), Lucky's Farmers Market Resource Center, LLC (7711), Lucky's Market Holding Company 2, LLC (0607), Lucky's Market GP 2, LLC (9335), Lucky's Market 2, LP (8384), Lucky's Market of Longmont, LLC (9789), Lucky's Farmers Market of Billings, LLC (8088), Lucky's Farmers Markets of Columbus, LLC (3379), Lucky's Farmers Market of Rock Hill, LLC (3386), LFM Jackson, LLC (8300), Lucky's Farmers Market of Ann Arbor, LLC (4067), Lucky's Market of Gainesville, LLC (7877), Lucky's Market of Bloomington, LLC (3944), Lucky's Market of Plantation, LLC (4356), Lucky's Market of Savannah, GA, LLC (1097), Lucky's Market of Traverse, City, LLC (2033), Lucky's Market of Naples, FL, LLC (8700), and Sinoc, Inc. (0723).

(E) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (F) Granting Related Relief; and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (LM Acquisition Co. LLC) [Docket No. 73] (the "LM Bidding Procedures Motion"),² and a hearing on the LM Bidding Procedures Motion is set for February 10, 2020 at 10:00 a.m. (ET) (the "Hearing").

PLEASE TAKE FURTHER NOTICE that the Stalking Horse Agreement was attached to the LM Bidding Procedures Motion as Exhibit A.

PLEASE TAKE FURTHER NOTICE attached hereto as Exhibit 1 is an amended and restated Stalking Horse Agreement that the Debtors will seek authority to enter into at the Hearing.

Dated: February 4, 2020
Wilmington, Delaware

Respectfully submitted,

POLSINELLI PC

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-and-

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the LM Bidding Procedures Motion.

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Debtors in Possession*